

AMENDMENT OF DOMESTIC NONPROFIT CORPORATION

To amend (change, add or delete) provisions contained in the Articles of Incorporation, it is necessary to prepare and file, with the Secretary of State, a Certificate of Amendment. All requirements may be found in Sections 5810-5820, California Corporations Code, as to nonprofit public benefit corporations and nonprofit religious corporations and in Sections 7810-7820 as to nonprofit mutual benefit corporations.

The Certificate of Amendment must identify the particular provision to be amended in accordance with the numerical or other designation given such provision in the articles, or by quoting the wording of the provision as it presently appears in the articles followed by the wording of that provision in full as amended. The certificate must also show that the amendment has been approved by the board of directors and members as an amendment requires approval by the board of directors of the corporation and approval by the vote or written ballot of the voting members of the corporation. If there are no members separate from the board of directors, member approval is not required, however, the statement "The corporation has no members." Must be a part of the amendment. A Certificate of Amendment must be signed by the President, Chairman of the Board or Vice-President **AND** by the Secretary, Assistant Secretary, Chief Financial Officer, Treasurer or Assistant Treasurer.

A sample meeting statutory requirements for most filings is attached. The sample may be used as a guide when preparing documents by making modifications as necessary to meet the specific needs of the amending corporation. Please refer to the above referenced California Corporations Code Sections prior to modification.

THE FEE FOR FILING A CERTIFICATE OF AMENDMENT IS \$30.00. The Secretary of State will certify two copies of the filed Certificate of Amendment without charge, **provided that the copies are submitted to the Secretary of State along with the original to be filed.** Additional copies, submitted with the original, are certified upon request and the prepayment of \$8.00 per copy. Nonprofit Public Benefit corporations must also include a copy of the Certificate of Amendment for transmittal to the Attorney General in compliance with Section 5817, Corporations Code.

A \$15.00 special handling fee is applicable for expedited processing of documents delivered in person, over-the-counter, to the Sacramento office. The \$15.00 special handling fee must be remitted by separate check as it will be **RETAINED WHETHER THE DOCUMENTS ARE FILED OR REJECTED.** The special handling fee does not apply to documents submitted by mail.

Amendment documents are not filed in branch offices. Documents **must** be mailed or hand delivered for over-the-counter processing to the Sacramento office at:

Business Filings
1500 11th Street
Sacramento, CA 95814
Attention: Document Filing Support Unit
(916) 657-5448

**PLEASE REFER TO THE CORPORATION NUMBER WHEN SUBMITTING
DOCUMENTS FOR FILING TO ENSURE PROPER APPLICATION**

INSTRUCTIONS:

To prepare a Certificate of Amendment using the attached sample, type the document with wording set out in the sample, completing the document based on the following instructions.

Certificates of Amendment are most often made by the president and secretary of the corporation and for that reason the sample was been formatted using those officers. If the document will be signed by officers other than the President and Secretary, or if the sample does not adequately cover the needs of the amending corporation, documents must be prepared with modifications to meet the specific requirements of the corporation. Please refer to California Corporations Code Sections 5810-5820 (public benefit and religious corporations) and Sections 7810-7820 (mutual benefit corporations) prior to modification.

The **opening paragraph** of the amendment is completed with the legal names of the President and Secretary of the corporation.

Paragraph 1 - is completed with the name of the corporation **exactly** as the name is of record with the Secretary of State.

Paragraph 2 - is first completed with the numeric or other designation used to identify the particular article to be amended, as that article is identified in the articles e.g., "I", "FIRST" or "ONE". The paragraph is then completed with the new wordage of the amended article that will replace the wording presently of record.

Paragraphs 3 and 4 - must show that the amendment has been adopted by the board of directors and the members, or, in the case of a corporation that has no members, the certificate must show that the amendment has been adopted by the board of directors and that the corporation has no members. DO NOT include both #4 paragraphs when preparing a document, Use ONLY the applicable statement.

The certificate is dated and signed by the president and secretary. The person's name and title should be typed directly below the signature.

To expedite processing, documents submitted by mail should be accompanied by a self-addressed envelope and a letter referencing the corporate name and corporate number as well as your own name, telephone number and return address.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION), a California corporation.
 2. Article (INSERT CORRECT DESIGNATION) of the Articles of Incorporation of this corporation is amended to read as follows:
(HERE TYPE THE ARTICLE PROVISION AS AMENDED)
 3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
 4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.
- OR**
4. The corporation has no members.

NOTE: Use only one of the #4 statements! DO **NOT** USE BOTH STATEMENTS.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of President)
(Typed Name of President), President

(Signature of Secretary)
(Typed Name of Secretary), Secretary